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RECORDATION NO. 10313-8  
Filed 1425  
JAN 28 1980 - 1 00 PM  
INTERSTATE COMMERCE COMMISSION

0-023A045

RECORDATION NO. 10313-R  
Filed 1425 540 MADISON AVENUE  
NEW YORK, N.Y. 10022

JAN 28 1980 - 1 00 PM  
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INTERSTATE COMMERCE COMMISSION

January 25, 1980

ICC Washington, D. C.

Office of the Secretary  
Division of Recordations  
Interstate Commerce Commission  
12th Street & Constitution Avenue N.W.  
Washington, D. C.

RECORDATION NO. 10313-Q  
Filed 1425

JAN 28 1980 - 1 00 PM

INTERSTATE COMMERCE COMMISSION

Re: Emons Industries, Inc.  
Equipment Trust Agreement  
Recorded on April 26, 1979  
Recordation No. 10313

Gentlemen:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. §11303, and Part 1116 of Title 49 of the Code of Federal Regulations, we request that the enclosed documents be recorded and filed by the Interstate Commerce Commission (the "Commission").

Enclosed herewith are four originals of the documents listed below. We request that one original of each document be recorded and filed in the order listed below. We request that the additional originals be stamped by your office and returned to us.

1. Bill of Sale from Emons Railcar Corp. to The Chase Manhattan Bank (National Association), as Trustee under the Equipment Trust Agreement dated as of April 1, 1979, which was recorded by the Commission on April 26, 1979, and assigned Recordation No. 10313 (the "Agreement"). This document should be recorded as document 10313-Q.

2. Bill of Sale from Whittaker Corporation (Berwick Forge & Fabricating Division) to The Chase Manhattan Bank (National Association), as Trustee under the Agreement. This document should be recorded as document 10313-R.

3. Equipment Trust Agreement Supplement No. 4, between Emons Industries, Inc. and The Chase Manhattan Bank (National Association) pursuant to the Agreement. This document should be

*Countersigned - Dana Lilly*

GREENBERG IRWIN PELLMAN & SLADE

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recorded as document 10313-S.

A check in the amount of \$30 has been enclosed with this letter of transmittal to cover the recordation fee.

Please stamp and return the enclosed copy of this letter of transmittal.

If there are any questions with respect to the enclosed, please telephone the undersigned, collect.

Very truly yours,

  
Amy S. Kaplan

ASK:EF  
ENC.

JAN 28 1980 - 1 00 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Whittaker Corporation, a California corporation with its principal place of business at Los Angeles, California, ("Seller"), for and in consideration of good and valuable consideration in addition to the sum of One Dollar (\$1.00) lawful money of the United States of America, the receipt of which is hereby acknowledged, does this 25th day of January grant, bargain, sell, convey and deliver unto The Chase Manhattan Bank N.A., as Trustee under an Equipment Trust Agreement dated as of April 1, 1979, between it and Emons Industries, Inc., Corporate Trust Administration Division, 1 New York Plaza, New York, New York 10015, a New York corporation, its successors and assigns ("Purchaser"), all of the following goods, chattels, and property, to-wit:

One Hundred (100), Seventy Ton, Fifty Foot Six  
Inch Boxcars Bearing the Following Markings:

MPA 39780 through 39879 inclusive

TO HAVE AND TO HOLD the said goods, chattels, and property unto the said Purchaser, its successors and assigns, to and for its own use forever.

The Seller warrants to said Purchaser, its successors and assigns, that the title to the said goods, chattels, and property hereby vested in said Purchaser is free and clear of all liens and encumbrances of every kind and that it has full and lawful authority to grant, bargain, sell and convey as aforesaid and that it will, and will cause its successors and assigns to, warrant and defend the said goods, chattels, and property unto said Purchaser against the claims and demands of all persons whomsoever.

IN WITNESS WHEREOF, Seller has caused its corporate seal to be hereto affixed and has caused these presents to be executed in its behalf by its authorized signatory, and attested this 25th day of January, 1980.

WHITTAKER CORPORATION

By Charles J. Emons

Authorized Signatory

ATTEST:

By Donald E. McHenry

Authorized Signatory